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WASHINGTON, D.C. 20006-4103
202-296-8600

SUSAN G. LICHTENFELD

July 20, 1998

RECORDATION NO. 21520 FILED

JUL 21 '98

9-26AM

VIA OVERNIGHT COURIER

Mr. Vernon A. Williams
Secretary
Office of the Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Attention: Janice Fort, Room 704

RECEIVED
SURFACE TRANSPORTATION
BOARD

JUL 21 9 26 AM '98

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two original executed copies and two photostatic copies of a Memorandum of Railcar Equipment Lease, dated as of May 15, 1998 (the "Memorandum of Lease"), between Citicorp Railmark, Inc. ("Lessor") and The Burlington Northern and Santa Fe Railway Company ("Lessee"), which Memorandum of Lease is a primary document as defined in the Commission's Rules for the Recordation of Documents. The Memorandum of Lease relates to that certain Railcar Full-Service Leasing Agreement, dated as of May 15, 1998 (the "Lease") and Rider 1 to the Lease, dated as of May 15, 1998, between Lessor and Lessee.

The names and addresses of the parties to the enclosed Memorandum of Lease are:

Lessor: Citicorp Railmark, Inc.
450 Mamaroneck Avenue
Harrison, New York 10528

Mr. Vernon A. Williams
July 20, 1998
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Lessee: The Burlington Northern and Santa Fe
 Railway Company
 2650 Lou Menk Drive
 Fort Worth, Texas 76131

A description of the railroad equipment covered by the enclosed document is set forth in the Memorandum of Lease.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped original copy, the two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Primary Document to be Recorded

Memorandum of Lease Agreement, dated as of May 15, 1998 between Citicorp Railmark, Inc., as Lessor, and The Burlington Northern and Santa Fe Railway Company, as Lessee, covering up to 63 125-ton covered coil steel gondola cars being leased under Rider 1.

Very truly yours,


Susan G. Lichtenfeld

JAM/vgc
w/encl.

cc: Robert W. Kleinman
 Joseph A. McQuade

JUL 21 '98

9-26 AM

MEMORANDUM OF LEASE AGREEMENT

This Memorandum of Lease Agreement is made and entered into as of May 15, 1998, by and between Citicorp Railmark, Inc., (hereinafter referred to as "Lessor") and The Burlington Northern and Santa Fe Railway Company (hereinafter referred to as "Lessee"), respecting that certain Railcar Full-Service Leasing Agreement dated as of May 15, 1998 (the "Lease") and Rider 1 thereto dated as of May 15, 1998 ("Rider 1") between Lessor and Lessee.

Pursuant to the provisions of the Lease and Rider 1, Lessor and Lessee hereby acknowledge and affirm that:

1. For good and valuable consideration, Lessor is leasing to Lessee and Lessee is leasing from Lessor the gondola cars described on Schedule A hereto (the "Railcars"). The Railcars bear the railroad reporting marks set forth on Schedule A hereto.

2. The term of the Lease for any Railcar under Rider 1 shall commence on the date such Railcar is accepted by Lessee pursuant to an executed Certificate of Acceptance or otherwise loaded, placed into interchange service or accepted pursuant to Rider 1 and shall terminate no later than January 1, 2006, provided that the Lease may be sooner terminated or extended as provided therein.

3. Lessor and Lessee further acknowledge and affirm that this Memorandum of Lease Agreement is not a summary of either the Lease or Rider 1 nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Lease Agreement and the provisions of the Lease or Rider 1, the provisions of the Lease or Rider 1, as the case may be, shall control.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Lease Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written and each of the undersigned signatories declares pursuant to 28 U.S.C. § 1746 under penalty of perjury under the laws of the United States of America that the foregoing is a true and correct document and was executed and delivered as of the date first above written.

CITICORP RAILMARK, INC.

By: Budford Holley
Name: BUDFORD HOLLEY
Title: SENIOR VICE PRESIDENT

THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY

By: David L. Garin
Name: David L. Garin
Title: Vice President Metals & Mineral
Ft Worth, TX
817-352-6301

STATE OF NEW YORK)
)
COUNTY OF WESTCHESTER)

SS:

On this ¹⁴ day of ~~June~~ ^{July}, 1998, before me personally appeared Barbara Hernandez to me personally known, who being duly sworn, says that he is a SENIOR PRES of CITICORP RAILMARK, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

ROBERT R. GOLDBERG
Notary Public, State of New York
No. 4690571
Qualified in Westchester County
Commission Expires November 30, 1999

[NOTARIAL SEAL]

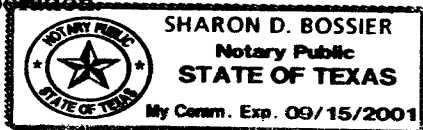
Robert R. Goldberg
Notary Public

My Commission Expires:

STATE OF ~~ILLINOIS~~ TEXAS)
)
COUNTY OF ~~COOK~~ TARRANT)

SS:

On this ¹³ day of ~~June~~ ^{July}, 1998, before me personally appeared David L. Garin, to me personally known, who being by me duly sworn, says that he is a officer of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[NOTARIAL SEAL]

Sharon D. Bossier
Notary Public

My Commission Expires:

September 15, 2001

SCHEDULE A

Up to 63 125-Ton Covered Coil Steel Gondola Cars

Existing Car Marks and Numbers (all inclusive):

WCTR 142000 - WCTR 142012
CSXT 499282 - CSXT 499312
CSXT 499314 - CSXT 499333